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ENTERTAINMENT & SPORTS LAW WORKSHOP

"Broadway Financing: A Case Study of the Cats Tour"

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March 20, 1987

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**PRIVATE OFFERING MEMORANDUM**

This is not a prospectus or a public offering of this investment. This information has been prepared for the purpose of solicitations to no more than 50 prospective purchasers to invest in the Limited Partnership hereinafter described. This is a confidential document. By their acceptance hereof, prospective purchasers agree that they will not transmit or make available to anyone this Offering Memorandum or any information contained herein.

**NO SECURITIES COMMISSION OR SIMILAR AUTHORITY IN CANADA HAS IN ANY WAY PASSED UPON THE MERITS OF THE INVESTMENT DESCRIBED HEREBY AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.** Partners may be required to execute written statements as to their net worth or level of taxable income.

THE CATS TOUR COMPANY  
80 LIMITED PARTNERSHIP UNITS  
HAVING AN AGGREGATE PURCHASE PRICE  
OF \$2,000,000.00

SUBSCRIPTION PRICE: \$25,000.00 PER UNIT  
MINIMUM SUBSCRIPTION: 1 UNIT

THESE SECURITIES ARE SPECULATIVE (see "Risk Factors" on page 47). THERE IS NO PUBLIC MARKET FOR THE UNITS AND THEY ARE NOT SUITABLE FOR PURCHASERS WHO MAY NEED TO LIQUIDATE THEIR INVESTMENT. PROSPECTIVE PURCHASERS SHOULD CONSIDER THE MERITS OF THIS INVESTMENT IN ADDITION TO ANY INCOME TAX BENEFITS, REVIEW CAREFULLY THE ENTIRE CONTENTS OF THIS OFFERING MEMORANDUM AND CONSULT THEIR TAX AND OTHER PROFESSIONAL ADVISORS HAVING RELEVANT EXPERTISE.

**M.T.E. TOURING CO. LTD.**, (the "General Partner") offers 80 units of interest ("Units") in **THE CATS TOUR COMPANY** (the "Limited Partnership"), a limited partnership organized under the laws of the Province of Ontario and registered pursuant to the provisions of the Limited Partnerships Act (Ontario). The objectives of the Limited Partnership are to produce and manage a three City National Tour of the play entitled "CATS" (the "Play"), a dramatico-musical play with music by Andrew Lloyd Webber and based on T.S. Eliot's "Old Possum's Book of Practical Cats".

Those who purchase Units will become limited partners (the "Limited Partners") in the Limited Partnership.

No commission is payable to any person or company for the sale of this investment. Consulting fees, including legal and accounting, will be paid by the Limited Partnership.

Subscriptions will be received subject to rejection or allotment in whole or part and the right is reserved to close the subscription books at any time without notice. A confirmation of acceptance will be forwarded to the subscriber promptly after its acceptance by the General Partner.

The Trustee for the closing under this Offering will be Messrs. Price, Waterhouse, Chartered Accountants, a firm of chartered accountants having offices in the City of Toronto, Ontario.

Unless otherwise specifically stated, all dollar amounts expressed in this Offering Memorandum are stated in Canadian currency.

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